

Southern Pacific Transportation Company

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December 7, 1979

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

9-348A130

Re: I.C.C. Finance Docket No. 26436 --
Southern Pacific Transportation Company
Equipment Trust, Series 49

DEC 14 1979
Date
Fee \$ 10.00

Dear Ms. Mergenovich:

ICC Washington, D. C.

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three fully executed counterparts of Third Supplement dated as of December 7, 1979, to Equipment Trust Agreement dated as of December 15, 1970, creating Southern Pacific Transportation Company Equipment Trust, Series 49, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of December 15, 1970, recorded on January 7, 1971, at 1:30 PM, assigned Recordation No. 5919;

First Supplement to Equipment Trust Agreement dated as of October 1, 1972, recorded on January 3, 1973, at 11:30 AM, assigned Recordation No. 5919-A;

Second Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 5919-B.

Ms. Mergenovich
Page 2
December 7, 1979

In connection with the recording of the Third Supplement dated December 7, 1979, to the Equipment Trust Agreement dated December 15, 1970, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

The First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee - Guarantor:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment
Covered by Supplement:

<u>Cars</u>	<u>Description</u>
9	70-ton, 52'8" box cars, lettered SP and numbered 248130, 248131, 248133 - 248139.

When the recording of the Third Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative therewith, and return two of the same to her.

Very truly yours,

Karen Ackerman

Enclosures

5919-C

DEPT. OF TRANSPORTATION
INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST

SERIES NO. 49

THIRD

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of December 7, 1979

FIRST PENNSYLVANIA BANK, N.A.

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the seventh day of December , 1979, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of December 15, 1970, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 49 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as

provided in the Equipment Trust, of the railroad equipment destroyed;
and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Trust, Series No. 49 the railroad equipment hereinafter described, to wit:

9 70-ton, 52'-8" box cars, lettered SP and numbered
 248130, 248131, 248133-248139.

TO HAVE AND TO HOLD, as a part of the Trust Equipment,
subject to all the terms and conditions of the Equipment Trust.

This Supplement may be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By

P. M. Stollman
Vice President

P. M. STOLLMAN
SENIOR CORPORATE TRUST OFFICER
& ASSISTANT SECRETARY

Attest:

T. A. O'Connell
Assistant Secretary

T. A. O'CONNELL
ASSISTANT SECRETARY

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By

James J. McPherson
Assistant Vice President and
Treasurer

Attest:

T. A. O'Connell
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA
City and County of Philadelphia

)
) ss.
)

On this 13th day of Dec, 1929, before me personally

appeared P. M. GIULIANTE to me personally known, who,

being by me duly sworn, says that he is Vice President of

First Pennsylvania Bank, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982

STATE OF CALIFORNIA

City and County of San Francisco

)
)
) ss.

On this *7th* day of *December*, 1979, before me personally appeared BRUCE G. MCPHEE, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catherine B. Lundy

